

# **Wisconsin Funeral Directors Association**

## **BYLAWS**

Revised, July 22, 2022

### **ARTICLE I. NAME AND OBJECT**

#### **SECTION 1. NAME**

This association shall be known as the Wisconsin Funeral Directors Association, Inc. (hereafter WFDA).

#### **SECTION 2. OBJECT**

The WFDA in the public interest and for the enhancement of the profession will:

Seek, create and adopt programs and policies to mark appropriately the passage of persons' lives with dignity and proper ceremony and to meet the needs of those who survive.

Strive continuously for excellence in the technical aspects of funeral service, seeking and implementing those methods and procedures required for proper care of the dead.

Act and react aggressively to the demands of a changing society by educating and training funeral service professionals to perform their appropriate responsibilities during times of dying, death and bereavement with the highest principles and dignity.

Research, write, publish and disseminate materials for its members and the public to further the above-mentioned goals.

WFDA may establish subsidiary entities as it deems proper for the advancement and good offuneral service.

#### **SECTION 3.**

Except as otherwise specifically provided in these bylaws, this association hereby disclaims any authority over it by any other association or representative thereof and further denies that the acts of any other association, or its officers, board of directors, employees or agents are acts accepted by or in behalf of this association; and, further that no such act or lack thereof shall in any way be considered similar action of this association.

### **ARTICLE II. MEMBERSHIP**

#### **SECTION 1. MEMBERSHIP CATEGORIES**

WFDA shall have the following categories of membership: member firm, active member, student/apprentice member, retired member, honorary member and out-of-state member.

Only active members and active out-of-state members shall be entitled to vote and hold office.

There shall be no voting by proxy.

## **SECTION 2. MEMBER FIRM**

Any funeral firm located in the state of Wisconsin, operating under an establishment license and in compliance with all applicable laws and regulations, may become a member firm of WFDA by submitting a completed dues statement accompanied by the required dues to WFDA subject to the provisions of these bylaws.

### **A. Member Firm Dues**

Annual dues for member firms shall consist of a base charge for each firm plus an additional fee for each death certificate filed by the firm during the preceding calendar year. The base charge for a member firm operating more than one funeral establishment shall be computed as follows: the full base charge shall be paid for the principal funeral establishment and one-half the full base charge paid for each additional funeral establishment operated by the member firm. The base charge and additional fee amount shall be determined by the active membership of WFDA at any annual or special meeting provided that proposed dues action has been included in the meeting notice. However, the board of directors may, at its discretion, increase the annual dues of member firms by an amount no greater than five (5) percent of the current year's dues structure. Notification of any discretionary dues increase approved by the board shall be provided to the membership in the next publication of the newsletter that follows this board action.

### **B. National Funeral Directors Association (NFDA) Membership**

Each WFDA member firm may pay annual dues to the NFDA according to the schedule prescribed by NFDA.

### **C. District Association Membership**

Each member firm shall maintain membership in good standing with its respective district association as a requirement of continuing membership in WFDA. Dues established by each district association shall be in addition to state association dues.

## **SECTION 3. ACTIVE MEMBER**

Any person, except a student or apprentice, who is licensed and actively and lawfully engaged in the practice of funeral directing or embalming and is affiliated with a member firm is an active member of WFDA. Active membership expires automatically when the funeral firm with which an active member is affiliated ceases to be a member firm.

## **SECTION 4. STUDENT/ APPRENTICE MEMBER**

Any person who is (a) an apprentice with a member firm or (b) a student enrolled on a full-time basis in a curriculum of mortuary science and not affiliated with any funeral firm is eligible for student/apprentice membership. A student not affiliated with any funeral firm may become a student/apprentice member by paying dues as determined by the WFDA

board of directors. An apprentice is a student/apprentice member by virtue of affiliation with a member firm without payment of additional dues. Student/apprentice membership that is derived from affiliation with a member firm shall expire automatically when the funeral firm with which a student/apprentice member is affiliated ceases to be a member firm. Student/apprentice members may not vote or hold office but may speak on the floor at any annual or special meeting of the association.

## **SECTION 5. RETIRED MEMBER**

Any funeral director who shall retire from the active practice of funeral service may become a retired member upon payment of annual dues as determined by the WFDA board of directors, exclusive of and in addition to district association dues. Retired members may not vote or hold office but may speak on the floor at any annual or special meeting of the association.

## **SECTION 6. HONORARY MEMBER**

Any person who has been an active member, or any other person who has rendered distinguished service to the association or to the general good of funeral service throughout the state, may be eligible for honorary membership and shall become an honorary member upon recommendation by the board of directors and a two-thirds vote at the annual meeting of the membership. Honorary members may not vote or hold office but may speak on the floor at any annual or special meeting of the association. There shall be no annual dues for honorary members.

## **SECTION 7. OUT-OF-STATE MEMBER**

Any licensed funeral director or funeral firm not located in Wisconsin who is a member in good standing of the respective constituent unit of NFDA in his/her own state or province may become an out-of-state member upon payment of annual dues as determined by the WFDA board of directors. Out-of-state members may vote but may not hold office. They may speak on the floor at any annual or special meeting of the association.

## **SECTION 8. PAYMENT OF DUES**

Annual dues shall be due and payable to the WFDA office by January 31. Membership shall be forfeited if annual dues are not paid by March 1. The board of directors may set late payment fees to be paid in addition to regular annual dues.

## **SECTION 9. REINSTATEMENT**

Any former member who forfeited membership for nonpayment of dues may be reinstated upon payment of annual dues.

## **SECTION 10. SPECIAL ASSESSMENTS**

In addition to annual dues, the board of directors or the members at any regular or special meeting may authorize any special assessments by a two-thirds vote. Members who have not

paid authorized special assessments when due shall not be eligible for membership in WFDA in succeeding years until such special assessments are paid in full.

## **SECTION 11. MEMBERSHIP DISPUTES**

Any disputes regarding membership status will be decided by the board of directors.

## **ARTICLE III. DISTRICT ASSOCIATIONS**

### **SECTION 1. DISTRICT ASSOCIATIONS**

The membership of WFDA shall be organized into twelve constituent district associations named and comprised of members located in the respective counties as follows:

Chippewa-St. Croix: Chippewa, Dunn, Eau Claire, Pepin, Pierce, St. Croix.

Fox River Valley: Brown, Calumet, Door, Kewaunee, Manitowoc, Outagamie, Winnebago.

Central: Adams, Columbia, Green Lake, Juneau, Marquette, Sauk, Waushara.

Lake Shore: Dodge, Fond du Lac, Ozaukee, Sheboygan, Washington.

Milwaukee/Waukesha County: Milwaukee, Waukesha.

Northern: Ashland, Barron, Bayfield, Burnett, Douglas, Iron, Polk, Price, Rusk, Sawyer, Washburn.

Northeastern: Florence, Forest, Marinette, Menominee, Oconto, Oneida, Vilas.

South Central: Dane, Green, Jefferson, Rock.

Southeastern: Kenosha, Racine, Walworth.

Southwestern: Crawford, Grant, Iowa, LaFayette, Richland. Western: Buffalo, Jackson, LaCrosse, Monroe, Trampealeau, Vernon.

Wisconsin Valley: Clark, Langlade, Lincoln, Marathon, Portage, Shawano, Taylor, Wood, Waupaca.

### **SECTION 2. MEMBERSHIP**

A WFDA member firm and its affiliated members shall be members of the district association in which its funeral establishment, or principal funeral establishment for any member firm that operates more than one funeral establishment, is located upon payment of district association dues. A WFDA member firm and its affiliated members may elect to be members of more than one district association by paying the required membership dues to additional district associations and first being members of the district association in which the member firm or principal funeral establishment is located. Funeral firms or individuals who are not members of WFDA are not eligible for membership in any of the twelve district associations.

### **SECTION 3. DISTRICT DUES**

Each district association may collect such dues from its members as it deems practical for district needs but not inconsistent with the policy of the WFDA board of directors. Annual

district association dues shall be in addition to WFDA dues and shall be due and payable to the WFDA office by January 31. On or before July 1 of each year, the WFDA executive director or association management company shall certify to the secretary of each district association a list of the funeral establishments for which dues have been paid in the respective district associations accompanied by the district association dues remitted to the WFDA office.

## **SECTION 4. OFFICERS & RULES**

Each district association shall elect its own officers and adopt bylaws and rules that do not conflict with the articles of incorporation, bylaws or rules of WFDA. The bylaws, and subsequent amendments, of each district association must be reviewed by the WFDA bylaws committee and approved by the WFDA board of directors before they shall become effective.

## **SECTION 5. DISTRICT REPRESENTATION TO WFDA BOARD OF DIRECTORS**

Each recognized district association shall be entitled to elect one district representative from its active membership to serve on the WFDA board of directors.

### **A. Term of Office**

District representatives shall serve for a term of three years or until their successor is elected. District representatives who complete two consecutive full three-year terms (whether or not in addition to having filled any partial term) may not succeed themselves.

### **B. Election**

The twelve district representatives shall serve staggered terms on a schedule to be maintained by WFDA with the following groups of district associations electing representatives in the same year:

Chippewa-St. Croix, Lakeshore, Northeastern and Southwestern.

Fox River Valley, Milwaukee/Waukesha County, Southeastern and Western.

Central, Northern, South Central and Wisconsin Valley.

### **C. Board Member Designee**

A district representative who is unable to attend a scheduled WFDA board of directors meeting may designate an officer of the district association which the board member represents to attend the board meeting and such designee shall have the same rights as the district representative.

## **SECTION 6. JURISDICTION**

The WFDA board of directors shall have jurisdiction over the boundary lines of district associations and may adopt such interpretations and policies as it deems necessary or advisable for the orderly introduction and continuation of the three-way (NFDA, WFDA and WFDA District Association) membership program. The WFDA board of directors is empowered to revoke the charter of a district association for violation of the WFDA articles

of incorporation, bylaws or policies.

## **ARTICLE IV. OFFICERS**

### **SECTION 1.**

The officers of WFDA shall be President, President-Elect, Vice President, Secretary/Treasurer and Immediate Past President.

### **SECTION 2. PRESIDENT**

The President shall:

- A. Preside at all meetings of the association and board of directors;
- B. Be an ex-officio member of all committees;
- C. Appoint all committees subject to the approval of the executive committee except as otherwise provided in these bylaws;
- D. Sign contracts on behalf of the association in accordance with association policies;
- E. Have overall responsibility jointly with the board of directors for the conduct of all activities of the association;
- F. Fulfill such other duties as prescribed by the bylaws and as may be assigned by the board of directors or the executive committee.

### **SECTION 3. PRESIDENT-ELECT**

The President-Elect shall:

- A. Perform the duties of the president during any absence or disability of the president;
- B. Succeed to the office of president at the expiration of the one-year term of the president;
- C. Submit standing committee appointments for his/her term as president to the executive committee prior to the annual meeting for approval;
- D. Fulfill such other duties as prescribed by the bylaws and as may be assigned by the board of directors or the executive committee.

### **SECTION 4. VICE PRESIDENT**

The Vice-President shall:

- A. Perform the duties of the president-elect during any absence or disability of the president-elect;
- B. Perform the duties of the president during any absence or disability of both the president and the president-elect;
- C. Be authorized to sign checks and/or authorize the Executive Director or Association Management Company to sign checks in case of the death, disability or unavailability of the secretary/treasurer;
- D. Fulfill such other duties as prescribed by the bylaws and as may be assigned by the board of directors or the executive committee.

### **SECTION 5. SECRETARY/TREASURER**

The Secretary/Treasurer shall:

- A. Have supervision over the records and keep an accurate account of association proceedings;
- B. With the president, sign contracts as required and approved by the executive committee;
- C. Be an authorized signer on checks and authorized to approve the Executive Director or Association Management Company to sign checks to pay the bills of the association;
- D. Be custodian of the funds and securities subject to the direction and supervision of the board of directors;
- E. Submit a report to the membership at each annual meeting;
- F. Fulfill such other duties as prescribed by the bylaws and as may be assigned by the board of directors or the executive committee.

## **SECTION 6. IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall:

- A. Assist with a smooth transition for the next administration;
- B. Lend historical perspective for the incoming president;
- C. Fulfill such other duties as prescribed by the bylaws and as may be assigned by the board of directors or the executive committee.

## **SECTION 7. QUALIFICATIONS**

No member of the association may be a candidate or hold the offices of President, President-Elect, Vice President or Secretary/Treasurer unless he/she has served at least one full year's term as President of the district association of which he/she is a member and is a legal resident of the State of Wisconsin.

## **SECTION 8. TERM OF OFFICE**

Officers shall serve for a term of one year or until their successors are elected and shall assume their duties at the close of the annual meeting at which they are elected. Eligibility for the office of secretary/treasurer shall be limited to three consecutive full one-year terms. Officers shall, at the time of their election and throughout their term of office, be engaged primarily and actively as a licensed and/or recognized funeral service practitioner.

## **SECTION 9. NOMINATIONS AND ELECTIONS**

The board of directors shall serve as the nominating committee and shall report its recommendations to the annual meeting. Officers shall be elected at the annual meeting. Election of officers shall be by ballot unless there is only one nominee for each office, in which case election may be by voice vote.

## **SECTION 10. VACANCIES**

A vacancy in the office of president shall not be filled and the duties of the office during the unexpired term shall be performed by the president-elect, and at the expiration of the term the president-elect shall succeed to the office of president in the same manner as such a vacancy in the office of president had not occurred. A vacancy in the office of president-

elect shall not be filled and the duties of the office during the unexpired term shall be performed by the vice president. A vacancy in any office other than that of president or president-elect may be filled by the board of directors.

## **SECTION 11. REMOVAL FROM OFFICE**

An officer may be removed from office for cause by a two-thirds vote to rescind his/her election at any annual or special meeting of the membership provided such purpose is stated in the meeting notice.

## **SECTION 12. INDEMNIFICATION**

The officers, board of directors and employees of WFDA are indemnified to the extent of assets of this association while acting in good faith with the reasonable belief that their conduct was in the best interest of WFDA and with no reasonable belief that the conduct was unlawful or in violation of these bylaws, provided: (a) Only such counsel selected by the board of directors on behalf of all officers, directors and employees involved in any one claim shall be included in this indemnification; and, (b) each officer, director and employee follow the direction of the board of directors in the defense of any claim or threatened claim as a condition of indemnification. The provisions of s.185.037, Wis. Stats., shall be used as a guide to the extent they do not conflict with these bylaws or Chapter 181, Wis. Stats.

## **ARTICLE V. MEETINGS**

### **SECTION 1. ANNUAL MEETING**

The time and place of the annual meeting shall be determined by the board of directors. Written notice of the annual meeting shall be published in the official WFDA newsletter and mailed or emailed to all members at least thirty (30) days prior to the date of the annual meeting.

### **SECTION 2. SPECIAL MEETINGS**

The president or nine (9) members of the board of directors may call a special meeting at such time and place as deemed advisable provided that written notice of the meeting is mailed or emailed to all members at least ten (10) days prior to the special meeting.

### **SECTION 3. SERGEANT-AT-ARMS**

The president may appoint an active member to serve as sergeant-at-arms for any annual or special meeting. The sergeant-at-arms shall verify the credentials of the members before admitting them to the annual or special meeting.

### **SECTION 4. NOTICE**

Notice to members as provided by these bylaws shall be deemed sufficient if mailed or emailed to the member firm with which they are affiliated.



## **SECTION 5. QUORUM**

Twenty-five (25) active members from unrelated member firms shall constitute a quorum.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **SECTION 1. COMPOSITION**

The members of the board of directors shall be the officers of WFDA, one district representative from each of the recognized district associations and the NFDA Policy Board Representative.

### **SECTION 2. AUTHORITY**

The board of directors shall have full power and authority over the affairs of WFDA between annual meetings except as otherwise specified in these bylaws. The board of directors may adopt policies and procedures to govern the general operations of the association as it deems necessary and advisable subject to these bylaws and the stated actions of the association membership.

### **SECTION 3. MEETINGS**

Meetings of the board of directors may be called by the president or by nine (9) members of the board provided that notice of the meeting is delivered by either regular mail or electronic means to all board members at least two (2) days prior to the date of the meeting.

### **SECTION 4. MAIL VOTE AND TELECONFERENCE**

The board of directors may conduct business by mail, teleconference or electronic mail (e-mail). Action so taken shall be ratified and made part of the minutes of the next meeting of the board of directors.

### **SECTION 5. ANNUAL BUDGET**

The board of directors shall submit an annual budget for all activities of the association to each annual meeting for membership approval by majority vote.

### **SECTION 6. CONTRACTS**

The board of directors may authorize any officer or officers, agent or agents of the association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association. Such authority may be general or limited to specific instances.

### **SECTION 7. CERTIFICATES OF APPRECIATION**

The board of directors may issue certificates of appreciation to any deserving person and to all retiring members of the board who attended three-quarters of all meetings held during their term on the board.

## **SECTION 8. COMPENSATION**

Members of the board of directors shall receive no compensation in their elected capacity but may be reimbursed for expenses incurred for attendance at meetings and the performance of such other services as may be required of them by the board.

## **SECTION 9. QUORUM**

Nine (9) members of the board of directors shall constitute a quorum.

## **SECTION 10. MEMBERSHIP REQUIREMENT**

Any officer or member of the board of directors who ceases to be a member of WFDA will automatically forfeit their office without further action by the association.

## **SECTION 11. NFDA POLICY BOARD REPRESENTATIVE**

The NFDA Policy Board Representative:

- A. Shall be a WFDA member appointed by the board of directors to represent WFDA on the NFDA Policy Board for a three-year term commencing in March.
- B. May serve concurrently in another WFDA office or board position.
- C. Shall be a non-voting member of the WFDA board of directors unless serving concurrently in another WFDA office or board position which provides voting privileges.

## **ARTICLE VII. EXECUTIVE COMMITTEE**

### **SECTION 1. COMPOSITION**

The members of the executive committee shall be the officers of WFDA.

### **SECTION 2. DUTIES**

The executive committee shall have general supervision of the affairs of WFDA between meetings of the board of directors and shall conduct business that may be referred to it by the board of directors or as specified in these bylaws. The executive committee shall report to the board of directors at each board meeting.

### **SECTION 3. MEETINGS**

Meetings of the executive committee shall be at the call of the president or at the request of three (3) members of the committee provided that each member of the committee is given notice of the meeting at least five (5) days prior to the date of the meeting.

### **SECTION 4. MAIL VOTE AND TELECONFERENCE**

The executive committee may conduct business by mail, teleconference or electronic mail (e-mail). Action so taken shall be ratified and made a part of the minutes of the next meeting of the executive committee.

## SECTION 5. QUORUM

Three (3) members of the executive committee shall constitute a quorum.

## ARTICLE VIII. COMMITTEES

### SECTION 1. STANDING COMMITTEES

The standing committees of WFDA shall be bylaws, preneed, and ethics.

### SECTION 2. BYLAWS COMMITTEE

**A. Composition.** The Bylaws Committee shall be composed of at least 3 members.

**B. Duties.** The Bylaws Committee shall:

Review all proposed amendments to the WFDA bylaws, edit for composition and submit recommendations for action;

Have the right to originate amendments;

In the event a revision is authorized, prepare and submit the proposed revision to the membership according to ARTICLE XI;

Ensure that proper notice of proposed bylaw amendments is given in accordance with ARTICLE XI;

Review district association bylaws and amendments submitted in compliance with ARTICLE III, Section 4, and recommend action to the board of directors;

Execute other responsibilities and powers as delegated by the board of directors.

### SECTION 3. PRENEED COMMITTEE

**A. Composition.** The Preneed Committee shall be composed of eight members serving staggered three-year terms, with no member serving more than two full terms.

**B. Duties.** The Preneed Committee shall:

Develop the highest quality preneed products for use in member funeral homes.

Monitor existing Master Trust and insurance programs to insure they meet expectations and guidelines. Create marketing plans to encourage greater participation among members.

Maintain ongoing communication with vendors supporting the association's preneed programs.

Execute any other responsibilities and powers as delegated by the board of directors.

### SECTION 4. ETHICS COMMITTEE

**A. Composition.** The Ethics Committee shall be composed of at least five members serving staggered three-year terms, with no member serving more than two full terms. The WFDA Board Vice President shall chair the Ethics Committee.

**B. Duties.** The Ethics Committee shall:

Assist the board of directors in the oversight of ethics policies and procedures for the WFDA. Execute any other responsibilities and powers as delegated by the board of directors.

## **SECTION 5. COMMITTEE MEMBERSHIP**

Any member of WFDA is eligible to serve on a committee of WFDA.

## **SECTION 6. COMMITTEE MEETINGS**

Committees shall meet at the call of the committee chairman, with prior permission of the president required for meeting expense reimbursement. Committees may conduct business by mail, teleconference or electronic mail (e-mail).

## **SECTION 7. COMMITTEE REPORTS**

All committee reports shall be submitted to the board of directors for their consideration before presentation at the annual meeting.

## **SECTION 8. SPECIAL COMMITTEES**

Special committees may be created as necessary by the president, the executive committee, the board of directors or by the association. Members of special committees shall be appointed by the president with the approval of the executive committee.

# **ARTICLE IX. MEMBERSHIP RESPONSIBILITY - CODE OF ETHICS**

## **SECTION 1. MEMBERSHIP RESPONSIBILITY**

All members of WFDA shall adhere to the Code of Ethics. WFDA members and employees will direct all potential Code of Ethics violations to the Funeral Directors Examining Board within the Wisconsin Department of Regulation & Licensing.

## **SECTION 2. CODE OF ETHICS**

The members of the WFDA do hereby adopt this Code of Ethics as a standard of conduct for the members of the association in their professional relationships with those they serve, with the general public, with each other, and with their profession and other professional colleagues.

1. A funeral director should deal with those he/she serves openly, fairly, confidentially, respectfully, and competently. A funeral director should:
  - a. Enter into business dealings with those whom he/she serves openly, fairly, and with solicitude for their emotional needs and financial limitations.
  - b. Maintain confidentiality of communications with those whom he/she serves.
  - c. Maintain an attitude of respect for the sanctity of the human remains.
  - d. Maintain a sincere respect for all creeds, religions and customs.

e. Offer a broad range of personal services, goods and prices consistent with the needs and desires of the families in the community.

2. A funeral director should assist in maintaining public confidence in the integrity and competence of the funeral industry. A funeral director should:

- a. Support high standards of education for members of the industry.
- b. Conduct himself/herself at all times with those he/she serves and with other members of the public conscientiously, in accordance with proper business standards and practices, honestly in all dealings and in a manner that reflects favorably upon the funeral industry.
- c. Protect public health and safety by adherence to professional standards and by maintenance of his/her establishment in a clean and sanitary condition.
- d. Help attract to the funeral service industry qualified people of good character and intellectual capacity and aid in their instruction.
- e. Faithfully obey all federal and state laws, regulations and rules governing the funeral service industry both in letter and in spirit.

3. A funeral director should relate to other members of the profession with the highest standards of professionalism. A funeral director should:

- a. Expose corrupt, dishonest or unethical practices by members of the profession to the appropriate regulatory authorities.
- b. Cooperate in a professional manner with other funeral directors when service of families involves the merchandise or services of other funeral homes, including, but not limited to, facilitating transfers of arrangements, both pre-need and at-need, and refraining from unfairly or untruthfully disparaging the merchandise or service of another firm.
- c. Cooperate with licensing authorities, the Ethics Committee of the association, the board of directors and other authorities, public and private, that may from time to time investigate allegations of dishonesty, violations of the laws, regulations or rules or unethical conduct.
- d. Encourage adherence to the law, regulations or rules, and to this Code of Ethics, including, but not limited to, making timely and good faith responses to all inquiries made by the Ethics Committee of the association in any investigation of the breach of the Code of Ethics on the part of any member of the association.

## ARTICLE X. EXECUTIVE DIRECTOR

### SECTION 1.

The conduct of business in the WFDA headquarters office shall be under the direction of an executive director or Association Management Company who shall be selected by and report to the board. The executive director or Association Management Company shall consult with the president and be accountable to the executive committee between meetings of the board of directors.

### SECTION 2. DUTIES

The executive director or Association Management Company shall:

- A. Be custodian of all documents;
- B. Receive and receipt for all monies required to be paid to the WFDA office;
- C. Submit a monthly financial accounting to the secretary/treasurer;
- D. Ensure that notices are duly given in accordance with the provisions of these bylaws or as required by law;
- E. Report at each annual meeting;
- F. Be covered by fidelity coverage as provided by the association's general insurance policy;
- G. Fulfill such other duties as prescribed by the bylaws and as may be assigned by the president, the executive committee or the board of directors;
- H. Send a complete list of all checks to be written to the secretary/treasurer for approval twice monthly.

## **ARTICLE XI. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this association in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order that the association may adopt.

## **ARTICLE XII. AMENDMENTS**

### **SECTION 1.**

Any two (2) active members may propose amendments to the bylaws. Such proposed amendments shall be submitted in writing at least ninety (90) days prior to the annual meeting.

### **SECTION 2.**

These bylaws may be amended by a two-thirds vote at any annual or special meeting provided that written notice of proposed amendments has been mailed or emailed to all active members of the association at least thirty (30) days prior to the date of the meeting.